ASX MEDIA RELEASE

Havilah Resources
A New Mining Force in South Australia

12 August 2022

PROPOSED TRANSACTION WITH OZ MINERALS: BOARD RECOMMENDATION AND PRESENTATION

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Dear Shareholder

Background

On the 16 May 2022 Havilah Resources Limited (**Havilah**) signed a Terms Sheet with OZ Minerals Limited and its subsidiary OZ Exploration Pty Ltd (together **OZ Minerals**) relating to a **Proposed Transaction** that included the grant of an option to OZ Minerals to purchase the Kalkaroo copper-gold-cobalt project (**Kalkaroo Option**) (refer to ASX announcement of 17 May 2022). Full form, definitive agreements that cover all aspects of the Proposed Transaction were subsequently entered into by the parties (refer to ASX announcement of 26 July 2022).

The remaining outstanding condition precedent for the Proposed Transaction to proceed is approval of the Kalkaroo Transaction by Havilah Shareholders. Accordingly, a general meeting of Havilah Shareholders has been called on 31 August 2022 at which you will have the opportunity to cast your vote on the Proposed Transaction, including the Kalkaroo Transaction (grant and exercise of the Kalkaroo Option).

A Notice of Meeting, that includes relevant details to assist Shareholders in considering Resolution 1 to be put to the meeting, was released to the ASX on 29 July 2022. An Independent Expert's Report concluded that the Kalkaroo Transaction is fair and reasonable to, and in the best interests of, Shareholders in the absence of a superior offer (refer to Schedule 4 of the Explanatory Memorandum attached to the Notice of Meeting).

Your vote is important. You should have received an email broadcast with a link that allows you to access the Notice of Meeting and relevant voting documents online. If not, please visit http://www.investorvote.com.au/ and enter the control number 181203 followed by the requested information to access your personalised voting information. Failing that, please contact Havilah's share registrar, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

If you are in doubt as to how you should vote, you should seek advice from your stockbroker, accountant, solicitor or other professional adviser prior to voting.

Directors' Recommendation and Voting Intention

Your Board supports the Proposed Transaction, including the Kalkaroo Transaction, based on the following rationale:

- The Kalkaroo Transaction completion payment of $205 million produces a significantly better financial outcome and lower risk alternative for Shareholders as compared to Havilah developing the Kalkaroo deposit itself (supported by the Independent Expert's Report).
- The contingent consideration (of up to $200 million) provides Havilah with exposure to future Kalkaroo Project upside in the event of mineral resource upgrades and/or copper prices above US$10,000 per tonne.
- The Strategic Alliance is a potential catalyst for development of a major new copper mining region in the northeast of South Australia on Havilah's extensive tenement holdings in the Curnamona Province.
- Havilah will be well funded up to a maximum of $18 million via the Strategic Alliance funding, to meet ongoing exploration work programs.
- Monetisation of the Kalkaroo Project gives the Board the option to make a share buy-back, a return of capital, or pay a special dividend to Shareholders consistent with its stated objectives.

Accordingly, the Board considers that the Proposed Transaction, including the Kalkaroo Transaction, is in the best interests of Shareholders, and unanimously recommends that Shareholders vote in favour of Resolution 1 in the absence of a Superior Proposal and subject to the Independent Expert continuing to opine that the Kalkaroo Transaction is in the best interests of Shareholders.

Each member of the Board will vote, or procure the voting of, any shares held or controlled by them or held on their behalf in favour of Resolution 1 in the absence of a Superior Proposal and subject to the Independent Expert continuing to opine that the Kalkaroo Transaction is in the best interests of Shareholders.

Directors see the Kalkaroo Transaction as the first step in realising the latent value inherent in Havilah's multi-commodity mineral portfolio for the benefit of Shareholders and look forward to your support for this potentially company changing transaction.

Presentation

Havilah has compiled the attached presentation that summarises the key elements of the Proposed Transaction in diagrammatic form based on the material terms of the various full form, definitive agreements.

Yours sincerely

Simon Gray
Executive Chairman

This release has been authorised on behalf of the Havilah Resources Limited Board by Mr Simon Gray.

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Havilah Resources

Strategic Minerals In South Australia

Proposed Transaction With OZ Minerals

Aiming to Develop a New Copper Mining Province in Low Sovereign Risk, Mining Friendly South Australia

Proposed Transaction - Outcomes

(subject to the Proposed Transaction proceeding to Completion)

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1. Havilah and OZ Minerals have agreed the terms for a Proposed Transaction that could potentially lead to the development of the Kalkaroo copper-gold-cobalt project (one of Australia's larger undeveloped open-pit copper-gold deposits) as part of a new copper mining region in the Curnamona Province of northeastern South Australia.

2. Havilah stands to receive substantial benefits in the form of cash payments of up to $405 million if the Proposed Transaction proceeds to Completion and up to $18 million in Strategic Alliance exploration funding (summarized in the following slides).

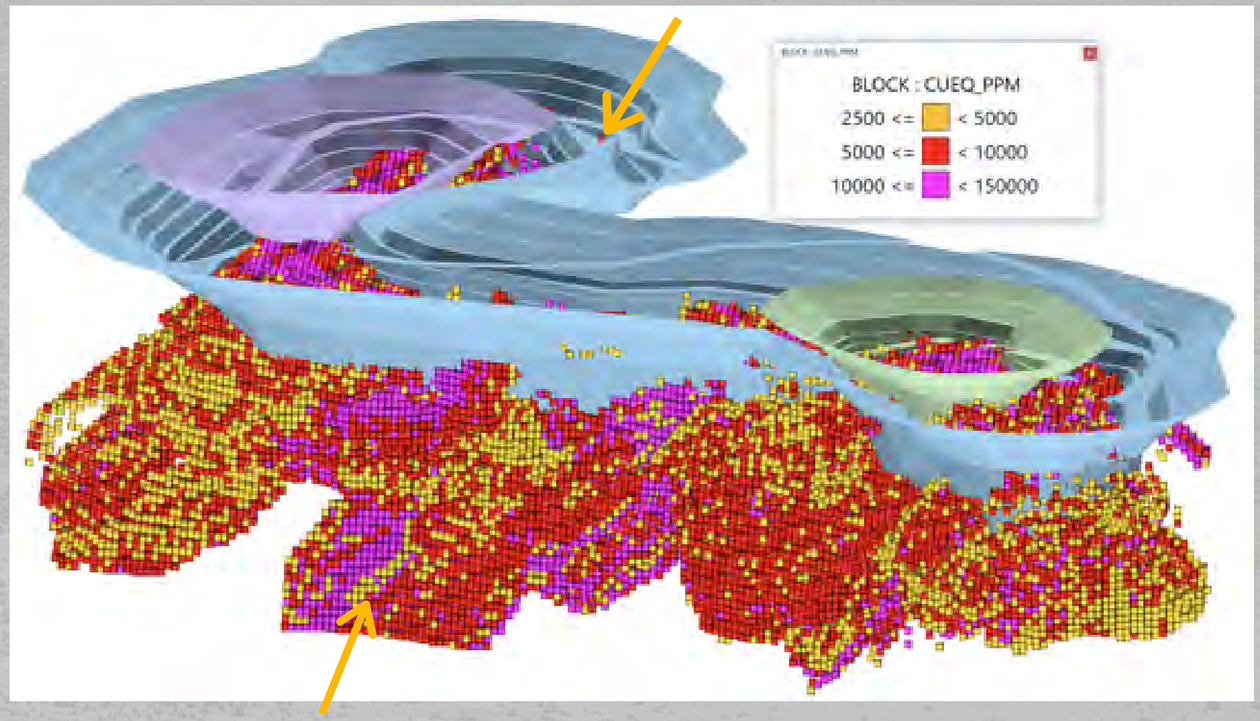
3. The deal is potentially worth multiples of Havilah's current market capitalisation.

JORC Mineral Resources

Copper 1.1 Mt	Gold 3.1 Moz	Cobalt 23.2 Kt

Kalkaroo block model

3 km long, >200m deep open pit.



Block model coloured by CuEq grade.

Proposed Transaction - Structure

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OZ Minerals - Havilah
Proposed Transaction Key Elements

Kalkaroo Option

(Over Kalkaroo Project)

$205M
If Kalkaroo Option is exercised within 18 months

$65M*
If a 30% uplift in Measured & Indicated Resources

Up to $135M*
(indexed to CPI)
From 20% revenue share if copper price >US$10,000/t

Strategic Alliance

(Area of Interest in Curnamona Province)

Up to $9M
Focus on copper exploration within the Area of Interest

Up to $9M
For other Havilah project and exploration activities

**these two Kalkaroo Project contingent payments are conditional on exercise of the Kalkaroo Option, completion of the acquisition and the milestones stated being achieved. For full details of the terms relating to these contingent payments refer to the Notice of Meeting released to the ASX on 29 July 2022.*

Proposed Transaction - Timelines and Milestones

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Kalkaroo Mining Development →

M1 — Terms Sheet signed — 16 May 2022

→ Independent Expert's Report

M2 — Shareholder meeting and approval — 31 August 2022

→ Kalkaroo Study and Strategic Alliance exploration — 18 months Option Period^

M3 — Exercise of Kalkaroo Option and Completion — March 2024^

→ **M4** — 30% uplift in M & I Resources — Future date

→ **M5** — Cu price >US$10,000/t — Future date

→ Mining →

Payment of $205M to Havilah

*Payment of $65M to Havilah

*Payment of up to $135M to Havilah while Cu price is >US $10,000/t on a yearly basis

*these two contingent payments are conditional on exercise of the Kalkaroo Option, completion of the acquisition and the milestones being achieved. For full details of the terms relating to these contingent payments refer to the Notice of Meeting released to the ASX on 29 July 2022.

^ Unless the Option Period is extended (up to 30 months maximum) or shortened (if the Kalkaroo Option is exercised earlier).

Proposed Transaction - Benefits for Havilah

(subject to the Proposed Transaction proceeding to Completion)

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RETURN TO HAVILAH

Up to $405M payment if Kalkaroo Option is exercised, completion of the acquisition occurs and contingent payments are made.

FUNDED EXPLORATION AND PROJECT ADVANCEMENT

Up to $18M Strategic Alliance funding allowing an accelerated exploration program over the next 18 months.

ACCELERATED FUNDING OF DISCOVERIES OF INTEREST

Havilah retains a 30% free carried participating interest to a decision to mine.

HAVILAH RETAINS 100% OWNERSHIP

Havilah maintains full ownership of its existing non-Kalkaroo projects and exploration licences.

NON-DILUTIONARY

The near term funding and potential cash payments should avoid dilutionary capital raisings going forward.

Independent Expert's Report - Key Conclusions

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- The Independent Expert has concluded that the Kalkaroo Transaction is fair and reasonable to, and in the best interests of, shareholders in the absence of a superior offer.

- Acquisition of Kalkaroo for $205 million in accordance with the Kalkaroo Transaction produces a better financial outcome as compared to Havilah developing the Kalkaroo deposit itself, based on the calculated incremental increase in shareholder value of 64.5 cents per share*. It also eliminates the appreciable financial risk to Havilah if it took on the development of Kalkaroo itself.

- Adding the $200 million in contingent payments gives an incremental increase in value of a Havilah share to 127.5 cents* further enhancing the financial outcome than if Havilah developed the Kalkaroo deposit itself.

- Havilah notes these potential outcomes considerably exceed the share price of Havilah on the day pre-announcement of the Proposed Transaction (17 cents per share). Havilah also notes that the Independent Expert's Report takes no account of the $18 million of Strategic Alliance exploration funding that could potentially unlock appreciable value in Havilah's exploration assets if new economic copper discoveries are made.

** refer to pages 45-47 of the Independent Expert's Report prepared by BDO Corporate Finance (SA) Pty Ltd, which is included as Schedule 4 of the Notice of Meeting as released to the ASX on 29 July 2022.*

Advantages and Disadvantages of the Proposed Transaction

(subject to the Proposed Transaction proceeding to Completion; noting this is a non-exhaustive list)

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- ✓ The Kalkaroo Transaction produces a significantly better financial outcome and lower risk alternative for shareholders as compared to Havilah developing the Kalkaroo deposit itself as determined by the Independent Expert (refer to Schedule 4 of the Notice of Meeting for the Independent Expert's Report as released to the ASX on 29 July 2022).
- ✓ Proceeds from the Proposed Transaction will enable Havilah to focus on its other projects and on its extensive exploration interests, which the Board believes have the potential to add significant future value for shareholders.
- ✓ Havilah will be well funded, avoiding dilutionary capital raisings in a currently challenging traditional capital market for junior resource stocks.
- ✓ Payments of the contingent consideration (up to $200 million) will provide Havilah with exposure to future Kalkaroo Project upside in the event of resource upgrades and/or copper prices above US$10,000 per tonne.
- ✓ Monetisation of the Kalkaroo Project gives the Board the option to make a share buy-back, a return of capital, or pay a special dividend to shareholders consistent with its stated objectives.
- ✓ The Strategic Alliance is a potential catalyst for development of a major new copper mining region on Havilah's extensive tenement holdings in the Curnamona Province in northeastern South Australia.
- ✓ There are no proposed changes to the Board and/or senior management of Havilah as part of, or in connection with, the Proposed Transaction, thus preserving the collective experience and intellectual knowledge within Havilah for the ongoing benefit of shareholders.
- ✗ A potential disadvantage is that the Proposed Transaction involves Havilah disposing of its Kalkaroo Project, its main undertaking and one of Australia's larger undeveloped open pit copper-gold deposits, which may not be consistent with the investment objectives of all shareholders.

South Australia - A Low Sovereign Risk Mining Jurisdiction

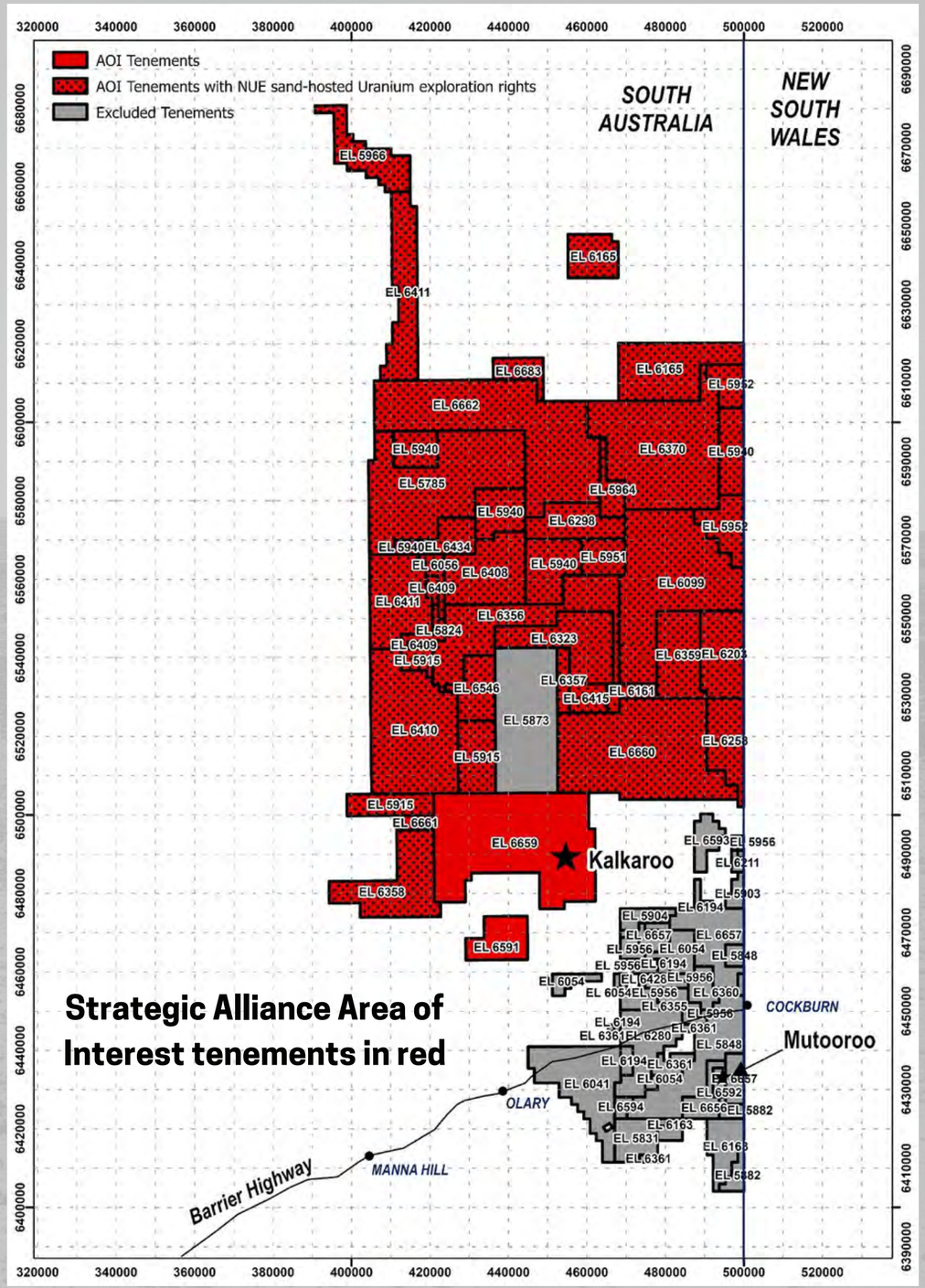
- Wind and solar renewable energy are potentially realistic options.
- Semi-arid pastoral country with no known environmental or outstanding aesthetic attributes that would prevent mining development.
- Land access facilitated by Havilah's ownership of the 534 km² Kalkaroo Station.

ESG REGULATION

A regulatory regime that fosters best practice ESG mining outcomes.

FAVOURABLE LOGISTICS

Near to Barrier Highway, Transcontinental railway and the regional mining centre of Broken Hill with its skilled workforce.



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Unlocking Curnamona Province Copper Potential

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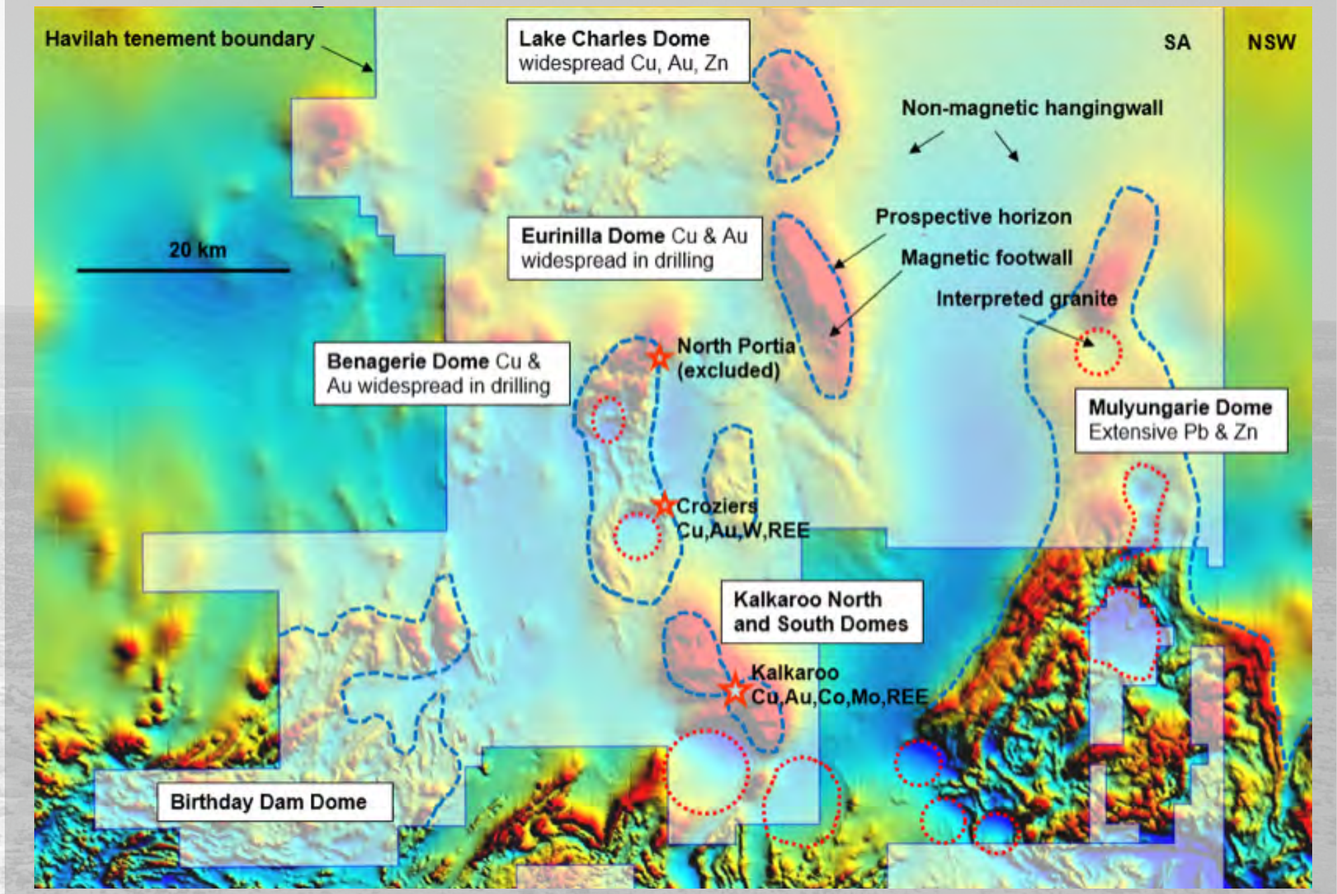
- Up to $9 million Strategic Alliance funding over 18 months specifically directed towards exploration for new copper discoveries in the Curnamona Province.
- Upside potential highlighted by current 1.3 Mt copper and 3.2 Moz gold and 43.4 Kt cobalt JORC Resource inventory delineated by Havilah.
- Under-explored and under-rated copper-gold province as compared to the geologically similar Gawler Craton (South Australia) and Mt Isa-Cloncurry region (Queensland).
- Host to the giant Broken Hill lead-zinc-silver orebody indicating the potential for mega-metal mineralised ore systems.
- Curnamona Copperbelt has many analogies to the prolific Central African Copperbelt for large structurally controlled, stratabound copper deposits.
- Copper-gold mineralisation is typically associated with cobalt, molybdenum and/or REE, which are potentially valuable by-products.



Key elements of the exploration model for structurally controlled, stratabound copper deposits are regional domes with associated granites; hosted by evaporitic sediments along a regional redox boundary as shown on the aeromagnetic image above.

For more information refer to www.havilah-resources-projects.com/exploration

JORC Ore Reserves and Mineral Resource Tables

JORC Ore Reserves

Project	Classification	Tonnes (Mt)	Copper %	Gold g/t	Copper tonnes (Kt)	Gold ounces (Koz)
Kalkaroo[1]	Proved	90.2	0.48	0.44	430	1,282
	Probable	9.9	0.45	0.39	44	125
Total		**100.1**	**0.47**	**0.44**	**474**	**1,407**

Footnotes to the JORC Ore Reserve and Mineral Resource Tables

Numbers in tables are rounded

[1] Details released to ASX: 18 June 2018 (Kalkaroo)

[2] Details released to ASX: 18 October 2010 and 5 June 2020 (Mutooroo)

[3] Details released to ASX 30 January 2018 & 7 March 2018 (Kalkaroo)

[4] Note that the Kalkaroo cobalt Inferred resource is not added to the total tonnage

As at 31 July 2021

JORC Mineral Resources

Project	Classification	Resource Category	Tonnes	Copper %	Cobalt %	Gold g/t	Copper tonnes	Cobalt tonnes	Gold ounces
Mutooroo[2]	Measured	Oxide	598,000	0.56	0.04	0.08			
	Total	**Oxide**	**598,000**	**0.56**	**0.04**	**0.08**	**3,300**	**200**	**1,500**
	Measured	Sulphide Copper-Cobalt-Gold	4,149,000	1.23	0.14	0.18			
	Indicated	Sulphide Copper-Cobalt-Gold	1,697,000	1.52	0.14	0.35			
	Inferred	Sulphide Copper-Cobalt-Gold	6,683,000	1.71	0.17	0.17			
	Total	**Sulphide Copper-Cobalt-Gold**	**12,529,000**	**1.53**	**0.16**	**0.20**	**191,700**	**20,000**	**80,600**
		Total Mutooroo	**13,127,000**				**195,000**	**20,200**	**82,100**
Kalkaroo[3]	Measured	Oxide Gold Cap	12,000,000			0.82			
	Indicated	Oxide Gold Cap	6,970,000			0.62			
	Inferred	Oxide Gold Cap	2,710,000			0.68			
	Total	**Oxide Gold Cap**	**21,680,000**			**0.74**			**514,500**
	Measured	Sulphide Copper-Gold	85,600,000	0.57		0.42			
	Indicated	Sulphide Copper-Gold	27,900,000	0.49		0.36			
	Inferred	Sulphide Copper-Gold	110,300,000	0.43		0.32			
	Total	**Sulphide Copper-Gold**	**223,800,000**	**0.49**		**0.36**	**1,096,600**		**2,590,300**
		Total Kalkaroo	**245,480,000**				**1,096,600**		**3,104,800**
	Inferred	Cobalt Sulphide[4]	193,000,000		0.012			23,200	
Total All Projects		**All Categories (rounded)**	**258,607,000**				**1,291,600**	**43,400**	**3,186,900**

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Cautionary and Competent Person's Statements

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CAUTIONARY STATEMENT

The information contained in this presentation is not financial product advice. The presentation is for information purposes and is of a general and summary nature only. Neither Havilah Resources Limited (Havilah) nor any member of the Havilah Group of companies, gives no warranties in relation to the statements and information in this presentation. Investors should seek appropriate advice on their own objectives, financial situation and needs.

It is not recommended that any person makes any investment decision in relation to Havilah based on this presentation. This presentation should be read in conjunction with the Notice of Meeting released to the ASX on 29 July 2022 together with any announcements made by Havilah in accordance with its continuous disclosure obligations arising under the Corporations Act 2001.

This presentation contains certain statements which may constitute 'forward-looking statements'. Such statements are only predictions and are subject to inherent risks and uncertainties which could cause actual values, performance or achievements to differ materially from those expressed, implied or projected in any forward-looking statements. Havilah disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise. Investors are cautioned that forward-looking statements are not guarantees of future performance and investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

Given the ongoing uncertainty relating to the duration and extent of the global COVID-19 pandemic, and the impact it may have on the demand and price for copper and other metals and on global financial markets, Havilah continues to face uncertainties with respect to its projects that may impact its operating activities, financing activities and/or financial results.

COMPETENT PERSON'S STATEMENT

The information in this presentation that relates to Exploration Targets, Exploration Results, Mineral Resources and Ore Reserves is based on data compiled by geologist Dr Chris Giles, a Competent Person who is a member of The Australian Institute of Geoscientists. Dr Giles is Technical Director of Havilah, a full-time employee and is a substantial shareholder. Dr Giles has sufficient experience, which is relevant to the style of mineralisation and type of deposit and activities described herein to qualify as a Competent Person as defined in the 2012 Edition of 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Giles consents to the inclusion in the presentation of the matters based on his information in the form and context in which it appears.

Information for the Kalkaroo Ore Reserve & Mineral Resource and the Mutooroo Inferred cobalt & gold Mineral Resources complies with the JORC Code 2012. All other information was prepared and first disclosed under the JORC Code 2004 and is presented on the basis that the information has not materially changed since it was last reported. Havilah confirms that all material assumptions and technical parameters underpinning the reserves and resources continue to apply and have not materially changed. Except where explicitly stated, this presentation contains references to prior exploration results and JORC Mineral Resources, all of which have been cross-referenced to previous ASX announcements made by Havilah. Havilah confirms that it is not aware of any new information or data that materially affects the information included in the relevant ASX announcements.

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www.havilah-resources-projects.com/copper

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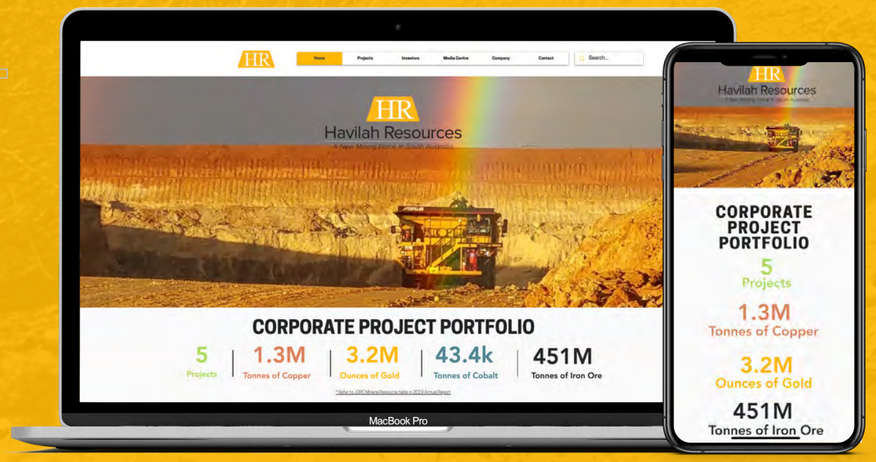

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